

**UNITED STATES DISTRICT COURT
SOUTHERN DISTRICT OF TEXAS
HOUSTON DIVISION**

IN RE ALTA MESA RESOURCES, INC.
SECURITIES LITIGATION

Case No. 4:19-cv-00957

Judge George C. Hanks, Jr.

ORAL ARGUMENT REQUESTED

**DEFENDANTS' UNOPPOSED MOTION TO FILE UNDER SEAL
DEFENDANTS' REPLIES IN SUPPORT OF MOTIONS FOR SUMMARY
JUDGMENT, ACCOMPANYING APPENDIX OF EXHIBITS, AND PROPOSED
ORDERS IN SUPPORT OF SAME**

Pursuant to Rule 6 of the Administrative Procedures for Electronic Filing in Civil and Criminal Cases, Section 6(C)(7) of the Court's Procedures, and the Parties' Stipulation and Protective Order (ECF Nos. 174, 190), Defendants Alta Mesa Resources, Inc., Riverstone Holdings, LLC, Harlan H. Chappelle, Stephen S. Coats, Michael E. Ellis, William D. Gutermuth, James T. Hackett, Pierre F. Lapeyre Jr., David M. Leuschen, Donald R. Sinclair, Ronald J. Smith, Jeffrey H. Tepper, Thomas J. Walker, and Diana J. Walters (together, "Defendants") hereby request leave of Court to file under seal the unredacted versions of the following: (1) Defendants Riverstone Holdings LLC's, Stephen Coats's, and Thomas Walker's Reply in Support of Motion for Summary Judgment and Incorporated Memorandum of Law as to Plaintiffs' Section 20(a) Claim; (2) AMR Directors' Reply in Support of Motion for Summary Judgment and Incorporated Memorandum of Law on Plaintiffs' Section 10(b) and 20(a) Claims; (3) Alta Mesa

Resources, Inc., Chappelle, Ellis, and Smith’s Reply in Support of Motion for Summary Judgment and Incorporated Memorandum of Law on Plaintiffs’ Section 10(b) and 20(a) Claims; (4) Defendants’ Reply in Support of Motion for Summary Judgment and Incorporated Memorandum of Law on Opt-Out Plaintiffs’ Claims; and (5) Proxy Defendants’ Reply in Support of Motion for Summary Judgment and Incorporated Memorandum of Law on Plaintiffs’ Section 14(a) and 20(a) Claims; and (6) accompanying Exhibits 255-277.

BACKGROUND

On June 1, 2021, the parties filed a Stipulation and Protective Order, which the Court approved on August 17, 2021 (the “Protective Order”) (ECF Nos. 174, 190). The Protective Order allows the parties to designate certain sensitive materials as “Confidential” or “Confidential – Attorney’s Eyes Only.” ECF No. 190 at ¶¶ 4-9. If a party later files a document that it has designated “Confidential” or “Confidential – Attorney’s Eyes Only,” the party must file a motion to file under seal pursuant to the Court’s procedures the Protective Order. *Id.* ¶ 24.

When a party files designated materials under seal (as required by Paragraph 24 of the Protective Order), the parties must “meet-and-confer” before, or within five (5) business days of, the filing “to discuss whether any or all of the documents require being submitted under seal, or should remain under seal.” *Id.* ¶¶ 14, 24. If the parties “are unable to reach agreement, the party objecting to the filing under seal may file a motion to unseal.” *Id.* ¶ 14.

Pursuant to the Protective Order, counsel for defendants notified all parties on December 19, 2023, of their intent to file their Replies in Support of Motions for Summary Judgment and accompanying declaration, appendices, exhibits under seal and listed the specific documents to be filed under seal in the attached Appendix. Plaintiffs responded that they do not object to the Motion to Seal but reserve the right to move to unseal. No parties oppose the motion.

Per the Stipulation filed on January 4, 2024, the summary judgment reply and/or *Daubert* reply deadline in this matter is February 2, 2024. (ECF Nos. 545, 547).

ARGUMENT

This Court maintains “supervisory power” over its own docket and should act to deny public access to documents “where court files might ... become a vehicle for improper purposes.” *SEC v. Van Waeyenberghe*, 990 F.2d 845, 848 (5th Cir. 1993) (quoting *Nixon v. Warner Commc’ns, Inc.*, 435 U.S. 589, 598 (1978)). Courts routinely seal the sensitive business and financial information of parties, recognizing that such information is subject to use for “improper purposes.” See *Udoewa v. Plus4 Credit Union*, 754 F. Supp. 2d 850, 884 (S.D. Tex. 2010) (granting a motion to seal where “[t]he excerpts from the [documents] at issue contain extensive financial information of a sort that is often kept confidential”) (citing *Cooper Tire & Rubber Co. v. Farese*, 2009 WL 514071, at *1 (N.D. Miss. Feb. 27, 2009) (sealing “sensitive financial documents”)).

CONCLUSION

Pursuant to Paragraph 24 of the Protective Order, the Protected Materials “must be filed under seal on CM/ECF.” Protective Order ¶ 24. Defendants therefore request that

the Court grant this unopposed Motion to Seal and order the Protected Materials to remain sealed.

APPENDIX OF MATERIALS TO BE SEALED

Exhibit	Description
	Defendants Riverstone Holdings LLC's, Stephen Coats's, and Thomas Walker's Reply in Support of Motion for Summary Judgment and Incorporated Memorandum of Law as to Plaintiffs' Section 20(a) Claim
	AMR Directors' Reply in Support of Motion for Summary Judgment and Incorporated Memorandum of Law on Plaintiffs' Section 10(b) and 20(a) Claims
	Alta Mesa Resources, Inc., Chappelle, Ellis, and Smith's Reply in Support of Motion for Summary Judgment and Incorporated Memorandum of Law on Plaintiffs' Section 10(b) and 20(a) Claims
	Defendants' Reply in Support of Motion for Summary Judgment and Incorporated Memorandum of Law on Opt-Out Plaintiffs' Claims
	Proxy Defendants' Reply in Support of Motion for Summary Judgment and Incorporated Memorandum of Law on Plaintiffs' Section 14(a) and 20(a) Claims
255	April 27, 2023, Excerpted Deposition Transcript of James Hackett (Class) ¹
256	April 19, 2023, Excerpted Deposition Transcript of Harlan Chappelle (Class)
257	June 13, 2023, Excerpted Deposition Transcript of Pierre F. Lapeyre, Jr. (Class)
258	June 14, 2023, Excerpted Deposition Transcript of Jeffrey P. Knupp (Class)

¹ References to "Class" refer to a deposition taken in the securities class action, In re Alta Mesa Sec. Litig., Case No. 4:19-cv-00957 (S.D. Tex. filed Mar. 14, 2019).

259	Color version of the Attachment of Exhibit 18 (Tepper_SDTX0000024) to the Declaration of J. Christian Word In Support of Defendants' Summary Judgment Motions, ECF No. 529
260	August 14, 2018 Q2 2018 Earnings Call Transcript
261	November 13, 2018 Q3 2018 Earnings Call Transcript
262	November 13, 2018 Alta Mesa Resources Third Quarter 2018 Update Presentation (AMR_SDTX00571966)
263	July 13, 2023, Excerpted Deposition Transcript of Stephen Coats (Class)
264	July 28, 2023, Excerpted Deposition Transcript of Harlan Chappelle (Class)
265	April 11, 2023, Excerpted Deposition Transcript of Jeffrey Tepper (Class)
266	August 11, 2017 Silver Run Acquisition Corporation II Form 10-Q
267	November 10, 2023 Excerpted Deposition Transcript of Steven P. Feinstein Ph. D. (Class)
268	October 6, 2011 Plaintiffs' Notice of Subpoena to BDO USA, LLP
269	May 9, 2023, Excerpted Deposition Transcript of William Gutermuth (Class)
270	November 13, 2023, Excerpted Deposition Transcript of Harold McGowen III (Class)
271	January 30, 2017 Schlumberger Presentation (AMR_SDTX01825610)
272	December 14, 2017 Excerpted Schlumberger Presentation (AMR_SDTX01826083)
273	July 26, 2017 Email from T. Turner to H. Chappelle re Daughter Wells (AMR_SDTX00889538)
274	November 3, 2023, Excerpted Deposition Transcript of Frank Gagliardi (Class)

275	April 17, 2023, Excerpted Deposition Transcript of John Baldauff (Class)
276	July 18, 2023, Exhibit A to the Second Supplemental Responses and Objections to the Propounding Defendants' First Set Of Interrogatories
277	July 11, 2023, Excerpted Deposition Transcript of Randy Mitchell (the corporate designee for Alyeska pursuant to Federal Rule of Civil Procedure 30(b)(6)), Vol. II (Class)

Dated: February 2, 2024

Respectfully submitted,

/s/ J. Christian Word

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CERTIFICATE OF SERVICE

I certify that on February 2, 2024, a true and correct copy of the foregoing document was filed with the Clerk of Court using the CM/ECF system, which will send electronic notification of such filing to all counsel of record.

/s/ J. Christian Word
J. Christian Word